



**SOCIETATEA NAȚIONALĂ DE TRANSPORT
GAZE NATURALE "TRANSGAZ" SA MEDIAȘ**

Capital social: 117 738 440,00 LEI
ORC: J32/301/2000; C.I.F.: RO13068733
P-ța C. I. Motaș nr. 1, cod: 551130, Mediaș, Jud. Sibiu
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CURRENT REPORT according to the provisions of Art. 224 of Law 297/2004

Date of report: **24.03.2015**

Name of issuing entity: **SNTGN TRANSGAZ SA MEDIAȘ**

Headquarters: **Mediaș, 1 Constantin I. Motaș Square, Sibiu County**

Telephone/fax number: **0269803333/0269839029**

Tax identification code: **RO 13068733**

Trade Register number: **J32/301/2000**

Subscribed and paid-up capital: **RON 117,738,440**

Regulated market on which issued securities are traded: **Bucharest Stock Exchange.**

CONVENING

The Board of Administration of the National Gas Transmission Company TRANSGAZ S.A. headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu County, registered with the Trade Register Office attached to Sibiu Law Court under number J/32/301/2000, VAT Code RO13068733, according to Companies' Law no. 31/1990, as further amended and supplemented, to Law no. 297/2004 on the capital market, as further amended and supplemented, to Regulation no. 6/2009 of the National Securities Commission, on the exercise of some rights of the shareholders within the general meetings of the trading companies, as further amended and supplemented, and to the provisions of art.16 of the updated Articles of Incorporation of S.N.T.G.N. TRANSGAZ S.A., convened for the meeting on **23 March 2015**,

CONVENES

The **ORDINARY GENERAL MEETING OF THE SHAREHOLDERS** and the **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** on **27 April 2015, 10⁰⁰ a.m., 11⁰⁰ a.m.** respectively, to take place in Motaș Hall, at the headquarters of the company located in Mediaș, 1 C.I. Motaș Square, the county of Sibiu, in which only the persons having the quality of shareholders, meaning they are registered with the registry of the company's shareholders at the end of the day of **16 April 2015**, are entitled to participate and to vote, with the following agenda:

I. THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the documents related to the procurement of the land ownership certificates for the lands associated to the premises of the Sf. Gheorghe GMS, Rasnov GMS, Predeal GMS, Fieni GMS and Covasna GMS owned by SNTGN TRANSGAZ SA Mediaș, according to the provisions of Government Resolution No. 834/1991 on the establishment and evaluation of lands owned by state owned companies, as further amended and supplemented.
2. Approval of the Rules of procedure and organization of TRANSGAZ's Board of Administration.
3. Approval of the annual financial statements (statement of financial position, statement of comprehensive income, statement of equity changes, statement of cash flows, notes to the financial statements) of SNTGN TRANSGAZ SA for financial year 2014, prepared according to the International Financial Reporting Standards adopted by the European Union and approved by OMPF 1286/2012.

4. Presentation of the Report issued by the Board of Administration of SNTGN TRANSGAZ SA on the activity performed in 2014.
5. Presentation of the annual report on the sponsorship granted by the company in 2014.
6. Approval of the gross dividend per share in amount of RON 21.80/share for financial year 2014, and of the date of 15 July 2015 as date for the beginning of dividend payment.
7. Presentation of the Financial Audit Report on the annual financial statements ended by SNTGN TRANSGAZ SA on 31 December 2014.
8. Approval of the 2014 net profit allocation proposal.
9. Presentation of the report of the Nomination and Remuneration Committee on the remunerations and other benefits granted to the administrators and directors in financial year 2014.
10. Approval of the administration discharge of the administrators for the activity performed in 2014.
11. Setting the date of **10 July 2015** as registration date for the shareholders subject to the Resolution of the Ordinary General Meeting of the Shareholders, according to the applicable laws.
12. Setting the date of **9 July 2015** as ex date, according to the applicable laws.
13. Setting the date of **15 July 2015** as payment date.
14. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Ordinary General Meeting of the Shareholders and of Mr. Petru Ion Văduva, as Director-General of S.N.T.G.N. TRANSGAZ S.A., to sign the necessary documents for the registration and publication of the Resolution of the Ordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

II. THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

1. Approval of the amending of the Articles of Incorporation of SNTGN Transgaz SA according to Annex 1 of the Convening and the empowerment of the Director-General of SNTGN Transgaz SA to sign the updated Articles of Incorporation of the Company, for compliance with the requirements on formalities of notification under Companies' Law No. 31/1990, republished, as further amended and supplemented.
2. Approval of an unsecured corporate bond issue amounting to maximum RON 500 million, maturing at minimum 5 years, with a fixed interest rate, for the financing of the '2014-2023 National Gas Transmission System Development Plan'.
3. Approval of the proposal regarding the establishment of a secondary office within SNTGN TRANSGAZ S.A. according to Annex 2 of the Convening and empowerment of Mr. Petru Ion Văduva, Director - General of S.N.T.G.N. TRANSGAZ S.A., to fulfil the formalities of registration of the secondary office mentioned above at the Trade Register Office attached to the Sibiu Law Court.
4. Presentation of the notification on the additional reporting and publication obligations according to Order METT 278/09.03.2015, meaning presentation of quarterly information on asset, services and works procurement, having a value higher than EUR 500,000/procurement (for assets and works procurements), and EUR 100,000 Euro/procurement (for services), carried out by the company and the preparation by the management of the company of an annual Report on the sponsorship granted by the company.
5. Setting the date of **10 July 2015** as registration date for the shareholders subject to the Resolution of the Extraordinary General Meeting of the Shareholders.
6. Empowerment of Mr. Ion Sterian, as Chairman of the Board of Administration, to sign the Resolution of the Extraordinary General Meeting of the Shareholders and of Mr. Petru Ion Văduva, as Director-General of S.N.T.G.N. TRANSGAZ S.A, to sign the necessary documents for the registration and publication of the Resolution of the Extraordinary General Meeting of the Shareholders at the Trade Register Office attached to Sibiu Law Court.

If the meeting is not quorate at the abovementioned date, the **Ordinary General Meeting of the Shareholders and the Extraordinary General Meeting of the Shareholders** will be held on **28 April 2015, 10:00 a.m., 11:00 a.m.** respectively, in Motaş Hall, at the headquarters of the company located in Medias, 1 C.I Motaş Square, Sibiu County, with the same agenda.

The registration date of the shareholders subject to the **Resolution of the Ordinary General Meeting of the Shareholders and to the Resolution of the Extraordinary General Meeting of the Shareholders** is set by the **OGMS** and by the **EGMS**, according to the applicable laws, being proposed the date of **10 July 2015**.

The draft resolutions of the OGMS and of the EGMS are available in soft copy on the company's website (www.transgaz.ro), the link Investors Information/G.M.S., in Romanian and in English, as of **27 March 2015**.

The documents and materials for the meeting are available as follows:

- the documents and materials for the meeting and related to points 3,4,5,6 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investors Information/G.M.S., in Romanian and in English, as of the date of the convening of the general meeting;
- the documents and materials for the meeting and related to points 1,2,7,8,9,10 on the agenda of the **Ordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investors Information/G.M.S., in Romanian and in English, as of **27 March 2015**;
- the documents and materials for the meeting and related to points 1,2,3,4 on the agenda of the **Extraordinary General Meeting of the Shareholders** are available in soft copy on the company's website (www.transgaz.ro), the link Investors Information/G.M.S. as of **27 March 2015**.

The special power of attorney form is available in soft copy on the company's website (www.transgaz.ro), the link Investors Information/G.M.S., in Romanian and in English, as of **27 March 2015**.

The shareholders representing, solely or collectively, at least 5% of the share capital are entitled:

- to insert points on the agenda of the general meeting, provided that every point is supported by reasoning or by a draft resolution proposed to be adopted by the general meeting, within no more than 15 days from the publication of the convening, meaning **10 April 2015**;
- to present draft resolutions for the points included or proposed to be included on the agenda of the meeting, within no more than 15 days from the publication of the convening, meaning **10 April 2015**;
- the abovementioned rights may be exercised only in writing, sent by courier, to **fax number 0269-803.412**, or to the e-mail address: secretariat.ca_aga@transgaz.ro, attention of Mrs. Claudia Elena Szasz.

If the exercising of the right to insert points on the agenda of the general meetings of the shareholders results in the changing of the agenda of the published convening, the company shall take all necessary actions to republish the convening with the revised agenda before the reference date of **16 April 2015**.

Every shareholder may address questions related to the points on the agenda of the general meetings of the shareholders to the General Meeting of the Shareholders Secretariat at the company's headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, attention of Mrs. Claudia Elena Szasz, by courier, to **fax number 0269-803.412**, or to the e-mail address:

secretariat.ca_aga@transgaz.ro. For identification purposes, the persons addressing such questions shall attach requests and copies of the documents that prove their identity.

The answers to the questions shall be sent in writing and shall be published on the company's website (www.transgaz.ro), the link Investors Information/G.M.S..

The shareholders registered by the reference date may vote by correspondence, prior to the general meeting, by using the form of vote by correspondence available as of **27 March 2015**, on the company's website at www.transgaz.ro, the link Investors Information/G.M.S., in Romanian and in English.

The forms of vote by correspondence must filled in and signed by the shareholders natural persons and accompanied by a certified copy of the identity card signed by the holder of the identity card/ filled in and signed by the legal representative of the shareholder legal person, accompanied by the official document that certifies the quality of legal representative. The quality of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its quality of legal representative; the documents attesting the quality of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders. The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A., must hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for such shareholder and that the power of attorney instructions are identical with the instructions contained by the SWIFT message received by the credit institution. The special power of attorney and the statement, signed and stamped, as appropriate, must be submitted at S.N.T.G.N. TRANSGAZ S.A. in original.

The forms of vote by correspondence and the supporting legal documents shall be sent in original by courier, in Romanian or in English, at the headquarters of the company located in Medias, 1 C.I. Motas Square, the General Meeting of the Shareholders Secretariat at the headquarters in Medias, 1 C.I. Motaş Square, the ground floor, room 4, attention of Mrs. Claudia Elena Szasz, by **24 April 2015, 15:00**, or electronically signed with an extended electronic signature, according to Law 455/2001 on electronic signature, by e-mail at secretariat.ca_aga@transgaz.ro, under the sanction provided in Art. 125, paragraph 3 of Companies' Law 31/1990, republished as further amended and supplemented.

Only the shareholders registered by the reference date of **16 April 2015** may attend and vote during the meeting, in person or by their representatives, based on a special or general Power of Attorney, according to the applicable laws. The quality of legal representative shall be supported by the documents foreseen in the National Securities Commission Order of Measures no. 26/20.12.2012, the company details issued by the Trade Register Office, in original or as a certified copy, or any other document, in original or as a certified copy, issued by the competent authority of the state in which the shareholder is duly registered, attesting its status of legal representative; the documents attesting the quality of legal representative shall be issued no more than 3 months before the date of the publishing of the convening of the General Meeting of the Shareholders. The credit institutions providing custody services, empowered by the shareholder to participate and to vote in the General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A., must hold a special power of attorney according to the National Securities Commission Regulation no. 6/2009 and Order of Measures no. 26/20.12.2012, signed by such shareholder, accompanied by a statement of the credit institution empowered by the special power of attorney to vote in the name of such shareholder, stating that it provides custody services for

such shareholder and that the power of attorney instructions are identical with the instructions contained by the SWIFT message received by the credit institution.

The special power of attorney and the statement, signed and stamped, as appropriate, and the general power of attorney, in copy, mentioning, under the representative's signature that it is a true copy, must be submitted at S.N.T.G.N. TRANSGAZ S.A. in Romanian or in English, by **24 April 2015, 15:00** at the headquarters of the company located in Medias, 1 C.I. Motaş Square, Sibiu County, the ground floor, room 4, or signed electronically by extended electronic signature, according to the provisions of Law no. 455/2001 on electronic signatures, by e-mail to the address secretariat.ca_aga@transgaz.ro under the sanction provided in Art. 125 paragraph 3 of Companies' Law no. 31/1990, republished, as further amended and supplemented.

For additional information please contact us at **telephone 0269-803.055, fax 0269-803.412**, or at the e-mail address: secretariat.ca_aga@transgaz.ro.

Chairman of the Board of Administration

Ion Sterian

The Articles of Incorporation of SNTGN Transgaz SA Mediaş, updated, is amended as follows:

1. Chapter III, art. 9, paragraph 1, item 1.4 and 1.5 shall have the following content:
 - “1.4 Unless otherwise provided by the law, the withdrawal of the first refusal right of the existing shareholders of subscribing the new shares in the case of increase of capital by contributions in cash shall be decided in the extraordinary general meeting of the shareholders, with the attendance of at least $\frac{3}{4}$ (three quarters) of the subscribed share capital, and with the vote of the shareholders who own at least $\frac{2}{3}$ (two thirds) of the voting rights.
 - 1.5 Unless otherwise provided by the law, the increase of the share capital by contributions in kind shall be approved by the general meeting of the shareholders, with the attendance of at least $\frac{3}{4}$ (three quarters) of the subscribed share capital, and with the vote of the shareholders who own at least $\frac{2}{3}$ (two thirds) of the voting right. The provisions of paragraph 1.3 are not applicable in this situation.”
2. Chapter IV, art. 14, paragraph 3 shall have the following content:

“3. Following admission to trading of TRANSGAZ SA shares on a regulated market, shareholders, other than the state, may also be represented in the general meeting of the shareholders by other persons than the shareholders, directors and employees of TRANSGAZ S.A., by special or general power of attorney, according to the capital market laws.”
3. Chapter IV, art. 14, shall be supplemented with paragraphs 3¹, 3², 3³ and 3⁴ after paragraph 3 and shall have the following content:
 - “3¹ The special power of attorney may be granted to any person for representation in a single general meeting of the shareholders and shall contain specific instructions from the issuer shareholder.
 - 3² The shareholder may grant a power of attorney valid for a period of maximum 3 years, allowing its representative to vote in all the aspects under debate in the general meetings of the shareholders or one or more companies identified in the power of attorney, including as regards the acts of disposition. The general power of attorney may be granted by the shareholder only to an attorney or an intermediary, as defined by the capital market legislation, in observance of the interdictions provided therein.
 - 3³ The powers of attorney, prior to their first use, shall be submitted in copy to the company 24 hours prior to the shareholders’ meeting, bearing the mention of the conformity with the original under the signature of the representative. Certified copies of such powers of attorney shall be kept by the company, mentioning this in the general meeting minutes.
 - 3⁴ The representative may not be replaced by another person. If the representative is a legal entity, it can give effect to its mandate through any person forming part of its management body or by any of its employees.”
4. Chapter IV, art. 16 paragraph 2, item 2.1 let.(j) and (k) shall have the following content:
 - “(j) the manner of obtaining the special power of attorney form for the representation in the general meeting of the shareholders;
 - (k) the date and the place of submittal/receipt of powers of attorney, and of the forms of vote by correspondence”.
5. Chapter IV, art.16, paragraph 2, item 2.4 shall have the following content:

“2.4 The reference date should be not more than 30 days prior to the date of the general meeting it refers to, at least 8 days should elapse between the date for the convening of the general meeting and the reference date, also the reference date should be prior to the date for the submittal/filing of the powers of attorney to the company. There should be a period of least 6 days between admissible

deadline for the second or next convening of the general meeting and the reference date.”

6. Chapter IV, art. 16, paragraph 3, items 3.1, 3.2, 3.3 and 3.5 shall have the following content:

“3.1. The documents subject to discussion and approval in the general meeting of the shareholders, the special powers of attorney, the forms of vote by correspondence and the materials containing information corresponding to each item in the meeting agenda shall be made available to all the interested shareholders by care of the board of administration,

3.2 The date from which the documents, informative materials, special powers of attorney and forms of vote by correspondence concerning the issues inscribed on the agenda become available to the shareholders shall be at least 30 days prior to the date of the general meeting, unless provided otherwise by the law.

3.3 The documents, informative materials, special powers of attorney and forms of vote by correspondence shall be made available to the shareholders on TRANSGAZ S.A.’s website or at its headquarters, as well as in other places which may be determined by the board of administration and mentioned in the convening.

3.5 The special power of attorney and the form of vote by correspondence are valid only for the general meeting of the shareholders for which they were requested, and the special power of attorney form shall have the content provided by the law and shall be made available to the shareholders in 3 copies, having the following designation: one for the shareholder, one for the representative and one for the issuer.”

7. Chapter IV, art. 17 paragraph 1, paragraph 1.3 and 1.4 shall have the following content:

“1.3 The extraordinary general meeting of the shareholders is duly constituted and may adopt decisions if at the first convening are present shareholders who own at least 1/4 (one quarter) of the share capital, and at the second convening they represent at least 1/5 (one fifth) of the total number of voting rights.

1.4 If the extraordinary general meeting of the shareholders is duly constituted, the decision is approved with the majority of the votes of the shareholders present or represented, for the first convening, or at least 1/5 (one fifth) of the share capital for the second convening.”

8. Chapter IV, art. 17, paragraph 1, shall be supplemented with 1.6, and shall have the following content:

“1.6 If for the validity of a general meeting of the shareholders there are other legal provisions regulating imperatively a quorum or another voting majority other than provided in these Articles of Incorporation, such legal provisions shall apply accordingly.”

9. Chapter IV, art. 18, paragraph 1, item 1² shall have the following content:

“1² In case of the vote through representation, the power of attorney may be submitted to the company headquarters, in the original, 24 hours before the meeting, or it may be sent by email, having incorporated, attached or logically associated the electronic signature.”

10. Chapter IV, art. 18, paragraph 1, shall be supplemented with 1³, and shall have the following content:

“1³ If the agenda of the general meeting of the shareholders contains resolutions requiring a secret vote, the vote by correspondence shall be expressed through means which allow the presentation thereof only to the members of the secretariat responsible for numbering the secret votes expressed and only when the rest of the votes expressed in secret by the shareholders present or by the shareholder representatives attending the general meeting are disclosed.”

11. Chapter IV, art. 18, paragraph 3 shall have the following content:

“3. The person who represents more than one shareholder under special powers of attorney expresses the votes of the persons represented by summarizing the number of votes “for”, “against”

or “abstention”, without setting them off. The votes thus expressed are validated by the general meeting secretary based on the third copy of the special powers of attorney.”

12. Chapter V, art.20, paragraph 2, item 2.4 shall have the following content:

“2.4 The Director-General submits to the approval of the Board of Administration the transactions concluded with the administrators or with the directors, with the employees or the shareholders of Transgaz or with a company controlled by them, if the transaction has, individually or in a series of transactions, a value of at least the RON equivalent of Euro 50,000.”

13. Chapter VI, art. 22 is amended and shall have the following content:

“TRANSGAZ SA shall organize the internal audit in accordance with the applicable legal provisions on public internal audit.”

**Director-General
Petru Ion Văduva**

**Legal Department
Manager Idu Olga**

**SECONDARY OFFICE
PROPOSED FOR ESTABLISHMENT**

No.	NAME	NACE code	ADDRESS
<i>0</i>	<i>1</i>	<i>2</i>	<i>4</i>
THE NATIONAL GAS TRANSMISSION COMPANY TRANSGAZ S.A.			
1	OFFICES	4950 7120	6 Unirii Street, Mediaş, Sibiu County